

W R GRACE & CO

Form 4

May 05, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shelnitz Mark A

(Last) (First) (Middle)

C/O W. R. GRACE & CO., 7500
GRACE DRIVE

(Street)

COLUMBIA, MD 21044

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

W R GRACE & CO [GRA]

3. Date of Earliest Transaction
(Month/Day/Year)

05/03/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

VP, GC and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ⁽¹⁾	05/03/2016		M	17,405 A	\$ 34.03 72,360	D	
Common Stock, par value \$0.01 per share ⁽¹⁾					11,700.1544 ⁽²⁾	I	By Trust
Common Stock, par	05/03/2016		S	15,353 D	\$ 57,007 76.7107	D	

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value						(3)		
\$0.01 per								
share (1)								
Common								
Stock, par								
value						11,700.1544	I	By Trust
\$0.01 per						(2)		
share (1)								
Common								
Stock, par								
value	05/03/2016	S	2,052	D	\$ 77.6911	54,955	D	
\$0.01 per					(4)			
share (1)								
Common								
Stock, par								
value						11,700.1544	I	By Trust
\$0.01 per						(2)		
share (1)								
Common								
Stock, par								
value	05/04/2016	M	17,405	A	\$ 34.03	72,360	D	
\$0.01 per								
share (1)								
Common								
Stock, par								
value						11,700.1544	I	By Trust
\$0.01 per						(2)		
share (1)								
Common								
Stock, par								
value	05/04/2016	S	17,405	D	\$ 76.5177	54,955	D	
\$0.01 per					(5)			
share (1)								
Common								
Stock, par								
value						11,700.1544	I	By Trust
\$0.01 per						(2)		
share (1)								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (rights to buy)	\$ 34.03	05/03/2016		M		17,405		<u>(6)</u>	05/05/2016	Common Stock <u>(1)</u>	17,405
Employee Stock Options (rights to buy)	\$ 34.03	05/04/2016		M		17,405		<u>(6)</u>	05/05/2016	Common Stock <u>(1)</u>	17,405

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Shelnitz Mark A C/O W. R. GRACE & CO. 7500 GRACE DRIVE COLUMBIA, MD 21044	VP, GC and Secretary

Signatures

/s/ Sean E. Dempsey,
Attorney-in-Fact

05/05/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of Common Stock also represents one Preferred Stock Purchase Right. Each such Right entitles the holder to purchase Preferred Stock or other securities or property upon the occurrence of certain events and subject to certain conditions.

(2) Includes 11,700.1544 shares of common stock beneficially owned by Mr. Shelnitz that will settle upon his termination of service.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.3375 to \$77.3350, inclusive. The reporting person undertakes to provide W. R. Grace & Co, any security holder of W. R. Grace & Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.3650 to \$77.8200, inclusive. The reporting person undertakes to provide W. R. Grace & Co, any security holder of W. R. Grace &

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Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.0500 to \$76.8550, inclusive. The reporting person undertakes to provide W. R. Grace & Co, any security holder of W. R. Grace & Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (6) Options became exercisable in three substantially equal annual installments beginning on May 4, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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